

**Hearing Date and Time: November 12, 2009, at 2:00 p.m. (prevailing Eastern Time)**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re :  
: Chapter 11 Case No.  
: 09-50026 (REG)  
: (Jointly Administered)  
MOTORS LIQUIDATION COMPANY, *et al.*, :  
f/k/a General Motors Corp., *et al.* :  
Debtors. :  
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**STIPULATION AND AGREED ORDER RESOLVING MOTION PURSUANT TO 11  
U.S.C. § 362(d) TO MODIFY THE AUTOMATIC STAY IMPOSED BY 11 U.S.C. § 362(a)  
FILED BY RICHARD TURK AND JEANETTE TURK [DOCKET NO. 4299]**

WHEREAS, Movants Richard Turk and Jeanette Turk (the “**Plaintiffs**”) are plaintiffs in a civil action against Serpentini Chevrolet, Inc. (“**Serpentini**”) and Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) filed in the Court of Common Pleas for Portage County Ohio (the “**State Court**”) styled *Richard Turk, et al v. Serpentini Chevrolet, Inc., et al*, case number 2007 CV 1356 (the “**Litigation**”).

WHEREAS, the Plaintiffs assert in the Litigation, *inter alia*, claims against MLC for breach of express warranty.

WHEREAS, pursuant to that certain Amended and Restated Master Sale and Purchase Agreement dated June 26, 2009 and an order of the Court dated July 5, 2009 [Docket No. 2968] (the “**MPA**”), General Motors, LLC (f/k/a General Motors Company f/k/a NGMCO, Inc.) assumed liabilities arising under express written warranties of MLC.

WHEREAS, the Plaintiffs seek to dismiss MLC from the Litigation and amend their Complaint in the Litigation to join General Motors, LLC, and the Plaintiffs intend to proceed only on claims which have been assumed by General Motors, LLC pursuant to the MPA, as well as claims against Serpentini, which is not a party to this bankruptcy case.

WHEREAS, the State Court stated in an Order dated September 21, 2009, that it will not return the Litigation to the active docket because it has not been notified that this Court has lifted the automatic stay.

WHEREAS, the Plaintiffs have filed the Motion Pursuant to 11 U.S.C. § 362(d) to Modify the Automatic Stay Imposed by 11 U.S.C. § 362(a) [Docket No. 4299] (the “**Motion**”) seeking relief from the automatic stay to allow the Plaintiffs to dismiss MLC from the Litigation and to join General Motors, LLC in the Litigation.

WHEREAS, the undersigned parties (the “**Parties**”) agree to the conditions relating to the modification of the Stay and resolution of the Motion set forth in this Stipulation and Agreed Order (the “**Stipulation and Agreed Order**”).

NOW, THEREFORE, it is hereby stipulated and agreed by and between the Parties to this Stipulation and Agreed Order, through their undersigned counsel, that:

1. The Stay shall be modified solely to the extent set forth herein.
2. The automatic stay shall be modified with respect to the Litigation to allow Plaintiffs to dismiss their claims against MLC; to proceed against General Motors, LLC on claims expressly assumed by General Motors, LLC pursuant to the MPA; and to proceed on any claims against any party other than the Debtors in these chapter 11 cases.

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3. The Motion shall be deemed withdrawn upon the Court's entry of this Stipulation and Agreed Order.

4. The Plaintiffs agree to waive and release all claims against the Debtors in these chapter 11 cases.

5. This Stipulation and Agreed Order shall not be modified, altered, amended or vacated without the prior written consent of all Parties hereto. Any such modification, alteration, amendment or vacation in whole or part shall be subject to the approval of this Court. No statement made or action taken in the negotiation of this Stipulation and Agreed Order, not set forth herein, may be used by any party for any purpose whatsoever.

6. This Stipulation and Agreed Order is the entire agreement between the Parties in respect of the subject matter hereof and may be signed in counterpart originals.

7. This Court shall retain jurisdiction over the Parties with respect to any matters related to or arising from the Motion or the implementation of this Stipulation and Agreed Order.

8. The ten-day stay period under Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure is hereby waived and this Stipulation and Agreed Order shall be immediately effective upon its entry.

Dated: November 11, 2009

Respectfully submitted,

/s/ Nancy Grim

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IT IS SO ORDERED.

Dated: New York, New York  
November 12, 2009

s/ Robert E. Gerber  
THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE